

RECORDATION NO. 22581-CCC FILED

OCT 31 '05

1-13 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

October 26, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated October 6, 2005. The enclosed amendment relates to the Memorandum of Lease Agreement which was duly filed with the Commission under Recordation Number 22581-OO, filed with the Surface Transportation Board on October 25, 2004. The names and addresses of the parties to the enclosed document are:

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Company
5300 Broken Sound Blvd, N.W.
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is thirty-five (35) 4750 cu. Ft. 268 GRL covered hopper cars with trough hatch covers and gravity gates (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375.
Thank you for your cooperation in this matter.

Sincerely,

Janice Enolva
Janice Enolva
Manager of Documentation

Enclosures
(CSCD087)

OCT 31 '05

1-13 PM

ASSGN. NO. CSCD087

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of October, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 16, 1994, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 85 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 85 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on October 4, 2004 at 1:51 p.m. with secondary Recordation Number 22581-OO.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Memorandum of Lease is amended as follows:

Car numbers NOKL 816690, NOKL 829370, NOKL 829371, NOKL 829372 and NOKL 833399 are added to Exhibit A;

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: MGR. OF DOCUMENTATION

Executed on this 6th day of October 2005

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

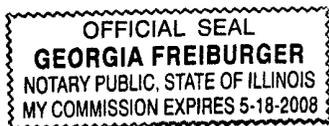
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of October 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

ATTEST:

By: David McCloud
Name: David McCloud
Title: Manager - Fleet

By: Sandra K. Franger
Name: Sandra K. Franger
Title: J.P. - Contracts

Executed on this 29TH day of September, 2005.

[CORPORATE SEAL]

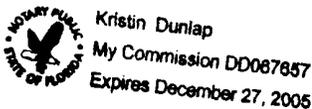
STATE OF FLORIDA
COUNTY OF PAUM BEACH

I, KRISTIN DUNLAP, a Notary Public of the County and State aforesaid, certify that SANDRA K. FRANGER personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of Sept., 2005.

Kristin Dunlap
Notary Public

My Commission Expires:
12.27.05
(Notary Public)



PERSONALLY KNOWN:
PRODUCED I.D.: X

REVISED EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 4750 cu. ft. 268 GRL covered hopper cars with trough hatch covers and gravity gates

CAR NUMBERS:

- NOKL 816690
- NOKL 821519
- NOKL 821524
- NOKL 822097
- NOKL 822519
- NOKL 828281
- NOKL 828418
- NOKL 828745
- NOKL 829370
- NOKL 829371
- NOKL 829372
- NOKL 830223
- NOKL 830522
- NOKL 830825
- NOKL 830859
- NOKL 832320
- NOKL 832321
- NOKL 832331
- NOKL 832340
- NOKL 832341
- NOKL 832379
- NOKL 832410
- NOKL 832411
- NOKL 832416
- NOKL 832419
- NOKL 832434
- NOKL 832438
- NOKL 832441
- NOKL 832442
- NOKL 832454
- NOKL 832457
- NOKL 832466
- NOKL 832484
- NOKL 832736
- NOKL 833399